

6 May 2024

## 2024 Letter of Access, Notice of Meeting and Proxy

IXUP Limited (ASX:IXU) (**Company** or **IXUP**), attaches the following documents in relation to its Extraordinary General Meeting (EGM):

- Shareholder Letter of Access;
- EGM Notice of Meeting; and
- Proxy Form.

**-ENDS-**

This announcement has been approved for release by the Company Secretary of IXUP.

For enquiries regarding this release please contact:

**IXUP**

Mr Julian Babarczy  
Chairman  
[contact@ixup.com](mailto:contact@ixup.com)

### About IXUP

IXUP Limited (ASX: IXU) (pronounced 'eyes up') is a pioneering technology company with a world class suite of software products that facilitate the secure sharing and analysis of sensitive information using advanced security technology. The Company's Secure Data Collaboration Suite of products represent the missing 'key' to organisations 'unlocking' their information assets previously unable to be shared or commercialised due to concerns around privacy, cyber security, and compliance considerations. These data collaboration products are being commercialised at a crucial junction when the need to share and drive revenue from sensitive data and dormant data assets is becoming more important yet more difficult to achieve

IXUP is also the developer and operator of BetStop - National Self Exclusion Register™, under exclusive contract with the Commonwealth Government of Australia via the Australian Communications and Media Authority (ACMA). BetStop - the National Self Exclusion Register allows Australians to easily self-exclude from all licensed interactive wagering services for a minimum of 3 months and up to a lifetime.

To learn more, please visit: [www.ixup.com](http://www.ixup.com). IXUP's registered address is Level 11, 201 Miller Street, North Sydney, NSW 2060.

6 May 2024

## 2024 General Meeting Letter of Access

IXUP Limited (“**IXUP**” or “the **Company**”) (ASX:IXU) advises that the 2024 General Meeting (“EGM”) will be held as a **virtual meeting**, at 4:00pm AEST on Wednesday, 5 June 2024 pursuant to section 249R(c) of the Corporations Act.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to shareholders who have elected to receive Notice in the physical form.

Shareholders who have provided an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Notice and the proxy voting form.

Otherwise, a personalised proxy voting form will be printed and dispatched to Shareholders.

### Notice of EGM

The full Notice of EGM (“Notice of Meeting”) is available:

1. at <https://investors.ixup.com/Investor-Centre/>
2. at <https://www2.asx.com.au/markets/company/IXU>
3. by contacting the Company Secretary on [david.franks@automicgroup.com.au](mailto:david.franks@automicgroup.com.au) or +612 8072 1400.

### Business of the Meeting

The business and resolutions of the EGM, as outlined in the Notice, are:

- Resolution 1 – Ratify the Issue of Tranche A Shares to Convertible Noteholders under Listing Rule 7.1;
- Resolution 2 – Issue of Tranche B Shares to Jagger Holdings Pty Ltd;
- Resolution 3 – Issue of Lead Manager Options;
- Resolution 4 – Issue of Director Options to Mr Ian Penrose;
- Resolution 5 – Issue of Director Options to Mr Julian Babarczy;
- Resolution 6 – Issue of Director Options to Ms Freya Smith; and
- Resolution 7 – Section 195 Approval.

### Virtual Meeting

The company is pleased to provide shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link <https://investor.automic.com.au/#/home> and then clicking on “register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

### Your Vote is Important

The business of the Annual General Meeting affects your shareholding and your vote is important.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the Meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

**The Chair intends to vote all open proxies in favour of the resolution, where permitted.**

This announcement has been approved for release by the Board of IXUP.

**-ENDS-**

For enquiries regarding this release please contact:

**IXUP**

Mr Julian Babarczy  
Chairman  
[contact@ixup.com](mailto:contact@ixup.com)

**About IXUP**

IXUP Limited (ASX: IXU) (pronounced 'eyes up') is a pioneering technology company with a world class suite of software products that facilitate the secure sharing and analysis of sensitive information using advanced security technology. The Company's Secure Data Collaboration Suite of products represent the missing 'key' to organisations 'unlocking' their information assets previously unable to be shared or commercialised due to concerns around privacy, cyber security, and compliance considerations. These data collaboration products are being commercialised at a crucial junction when the need to share and drive revenue from sensitive data and dormant data assets is becoming more important yet more difficult to achieve

IXUP is also the developer and operator of BetStop - National Self Exclusion Register™, under exclusive contract with the Commonwealth Government of Australia via the Australian Communications and Media Authority (ACMA). BetStop - the National Self Exclusion Register allows Australians to easily self-exclude from all licensed interactive wagering services for a minimum of 3 months and up to a lifetime.

To learn more, please visit: [www.ixup.com](http://www.ixup.com). IXUP's registered address is Level 11, 201 Miller Street, North Sydney, NSW 2060.

**IXUP Limited**

Level 11  
201 Miller Street  
North Sydney, NSW 2060  
ACN: 612 182 368

<http://ixup.com>



# IXUP Limited

## **Notice of General Meeting**

Explanatory Statement | Proxy Form

5 June 2024

**4:00PM AEST**

**Held as a Virtual Meeting.**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional Advisors prior to voting.

# Contents

Venue and Voting Information	2
Notice of General Meeting – Resolutions	5
Notice of General Meeting – Explanatory Statement	12
Schedules	21
Glossary	26
Proxy Form	Attached

## Important Information for Shareholders about the Company's 2024 General Meeting

This Notice is given based on circumstances as at 29 April 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <http://ixup.com>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The general meeting of the Shareholders to which this Notice of Meeting (**Notice**) relates will be held at 4:00PM AEST on 5 June 2024 as a **Virtual Meeting**.

The Company relies on section 249R(c) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and as permitted by the Company's Constitution to hold this Meeting using only Virtual Meeting technology.

The company is pleased to provide shareholders with the opportunity to attend and participate in a Virtual Meeting through an online meeting platform powered by Automatic.

Shareholders with an existing account with Automatic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automatic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](http://investor.automic.com.au) and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automatic.

To access the Virtual Meeting on the day:

1. Open your internet browser and access [investor.automic.com.au](http://investor.automic.com.au)
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the Virtual Meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the Virtual Meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice below) and ask questions at the Virtual Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to David Franks, Company Secretary at [david.franks@automicgroup.com.au](mailto:david.franks@automicgroup.com.au) at least 5 Business Days before the Meeting

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

The business of the general meeting affects your shareholding and your vote is important.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the Meeting can do so through the online meeting platform powered by Automic.

Once the Chairperson has declared the poll open for voting click "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

See the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/> for further information on the live voting process.

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.  Please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> for further information on the online proxy lodgement process.
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Complete the enclosed Proxy Form and email it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

## Power of Attorney

Proxy form signed by a person acting on behalf of a shareholder must include an original or a certified copy of Power of Attorney, unless such documentation has been previously provided to the Share Registry.

## Corporate Representatives

Representative of a corporate shareholder or a corporate proxy who attends the Meeting on behalf of a shareholder should provide the Share Registry with adequate evidence of their appointment, unless evidence of appointment has been previously provided to the Share Registry.

## Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. If appropriate, the Chairperson may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

# Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of IXUP Limited ACN 612 182 368 will be held at 4:00PM AEST on 5 June 2024 as a Virtual Meeting (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00PM AEST on 3 June 2024.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

## Resolutions

### 1. **Resolution 1 – Ratify the Issue of Tranche A Shares to Convertible Noteholders under Listing Rule 7.1**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the agreement to issue of 144,999,997 Shares to Convertible Noteholders under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.”*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Convertible Noteholders who will be issued Tranche A Shares or associates of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides a written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 2. Resolution 2 – Issue of Tranche B Shares to Jagger Holdings Pty Ltd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of 38,333,333 Shares to Jagger Holdings Pty Ltd on the terms and conditions in the Explanatory Memorandum"*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Jagger Holdings Pty Ltd or its associate and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides a written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 3. Resolution 3 – Issue of Lead Manager Options

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of 50,000,000 Lead Manager Options to Cygnet Capital Pty Ltd (and/or its nominee(s)) on the terms and conditions in the Explanatory Memorandum"*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Cygnet Capital Pty Ltd or its associate and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides a written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **4. Resolution 4 – Issue of Director Options to Mr Ian Penrose**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of 25,000,000 Director Options to Mr Ian Penrose (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum"*

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Penrose or his associate and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides a written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting Prohibition Statement**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Ian Penrose or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr Ian Penrose or his nominee(s) or any of his, or their, associates.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel of the Company or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person appointed as proxy is the Chair and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## 5. Resolution 5 – Issue of Director Options to Mr Julian Babarczy

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of 25,000,000 Director Options to Mr Julian Babarczy (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum"*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Julian Babarczy or his associate and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides a written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting Prohibition Statement**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Julian Babarczy or his nominee(s) or any of his, or their, associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Mr Julian Babarczy or his nominee(s) or any of his, or their, associates.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel of the Company or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person appointed as proxy is the Chair and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## 6. Resolution 6 – Issue of Director Options to Ms Freya Smith

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, Shareholders approve the issue of 5,000,000 Director Options to Ms Freya Smith (and/or her nominee(s)) on the terms and conditions in the Explanatory Memorandum"*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Ms Freya Smith or its associate and any other person who will obtain a material benefit as a result of the proposed issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of this Resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- c) a holder acting solely in a nominee, trustee or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides a written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting Prohibition Statement**

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Ms Freya Smith or her nominee(s) or any of his, or their,

associates. However, subject to the voting exclusion above, this does not prevent the casting of a vote if:

- (a) it is case by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution; and
- (b) it is not cast on behalf of Ms Freya Smith or her nominee(s) or any of his, or their, associates.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel of the Company or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person appointed as proxy is the Chair and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## 7. Resolution 7 – Section 195 Approval

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 4 to 6 (inclusive)."*

**BY ORDER OF THE BOARD**



**David Franks**  
Company Secretary

29 April 2024

# Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at 4:00PM AEST on 5 June 2024 as a **Virtual Meeting**.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

If you are in any doubt about what to do in relation to the Resolutions contemplated in this Notice and this Explanatory Memorandum, we recommend that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Meeting are set out below.

## Resolutions

### 1 Resolution 1 – Ratify the Issue of Tranche A Shares to Convertible Noteholders under Listing Rule 7.1

#### 1.1 General

On 11 March 2024, the Company announced that it had agreed to settle A\$2.75 million of Convertible Notes through the issue of 183,333,330 Shares. The settlement of \$2.175 million of Convertible Notes through the issue of 144,999,997 Shares (**Tranche A Shares**) was unconditional and the settlement of the remaining \$575,000 of Convertible Notes through the issue of 38,333,333 Shares (**Tranche B Shares**) was subject to Shareholder approval.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the agreement to issue the Tranche A Shares which utilised the Company's placement capacity under Listing Rule 7.1 to Convertible Noteholders who entered into agreements with the Company.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 1.

#### 1.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of the time period (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of, or agreement to issue, Equity Securities made pursuant to Listing 7.1 (and provided that the previous agreement to issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the Tranche A Shares agreed to be issued to Convertible Noteholders will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the next 12-month period from 7 March 2024.

If Resolution 1 is not passed, Tranche A Shares agreed to be issued to Convertible Noteholders will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the next 12-month period from 7 March 2024.

### **1.3 Specific information required by Listing Rule 7.5**

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Company has issued the Tranche A Shares to existing Convertible Noteholders who held outstanding convertible notes issued by the Company worth \$2.175 million. At the date the Tranche A Shares were issued to the existing Convertible Noteholders, none of the Convertible Noteholders were a related party of the Company, a member of the Company's Key Management Personnel, a substantial shareholder of the Company or an adviser to the Company, other than the issue of Tranche A Shares to Vista Grove Investments Pty Ltd, an associate of Mr Jonathan Rosham, a substantial holder holding 11.32% voting power in the Company;
- (b) the 144,999,997 Shares issued are fully paid ordinary shares in the capital of the Company and ranked equally in all respects with the Company's existing Shares on issue;
- (c) the Tranche A Shares were issued on 8 April 2024;
- (d) the Tranche A Shares were issued for nil consideration and no funds were raised from the issue of Tranche A Shares;
- (e) the Tranche A Shares were issued to settle \$2.175 million of outstanding Convertible Notes held by the Convertible Noteholders utilising the Company's existing Listing Rule 7.1 placement capacity. Although the Tranche A shares were issued to settle the outstanding debts relating to the convertible notes, based on the outstanding amounts settled and the number of Tranche A Shares issued, the Tranche A Shares were effectively issued at an issue price of \$0.015 per Share;
- (f) the Company and each Convertible Noteholder entered into agreements to settle \$2.175 million of Convertible Notes through the issue of 144,999,997 Tranche A Shares whereby upon the issue of the relevant Tranche A Shares to the Convertible Noteholders, each Convertible Noteholder accepted the issue of the Tranche A Shares as settlement of the outstanding debt owed to the Company pursuant to their outstanding Convertible Notes. There were no other material terms to the agreements between the Company and the Convertible Noteholders; and
- (g) a voting exclusion statement is included in the Notice for Resolution 1.

### **1.4 Director Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 1.

## **2 Resolution 2 – Issue of Tranche B Shares to Jagger Holdings Pty Ltd**

### **2.1 General**

Refer to Section 1.1 for further details of the settlement of Convertible Notes.

Resolution 2 seeks Shareholder approval for the settlement of \$575,000 of Convertible Notes through the issue of the Tranche B Shares to Jagger Holdings Pty Ltd.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 2.



## 2.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is described in Section 1.2.

If Resolution 2 is passed, the Company will issue the Tranche B Shares to Jagger Holdings Pty Ltd.

If Resolution 2 is not passed, the Company will not issue the Tranche B Shares to Jagger Holdings Pty Ltd and the outstanding amounts owed to Jagger Holdings Pty Ltd pursuant to the Convertible Notes will not be settled and will need to be repaid by the Company. The Convertible Notes held by Jagger Holdings Pty Ltd are repayable in June 2025.

## 2.3 Specific information required by Listing Rule 7.3

- (a) the Tranche B Shares will be issued to Jagger Holdings Pty Ltd. Jagger Holdings Pty Ltd is a substantial holder holding 9.68% voting power in the Company;
- (b) the 38,333,333 Shares to be issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (c) the Company intends to issue the Tranche B Shares five (5) Business Days after Shareholder approval is obtained pursuant to this Resolution 2 and otherwise by no later than three (3) months after the date of the Meeting;
- (d) the Tranche B Shares will be issued for nil consideration and no funds will be raised from the issue of the Tranche B Shares;
- (e) the Tranche B Shares will be issued to settle \$575,000 of outstanding Convertible Notes held by Jagger Holdings Pty Ltd. Although the Tranche B shares will be issued to settle the outstanding debts relating to the Convertible Notes held by Jagger Holdings Pty Ltd, based on the outstanding amount of \$575,000 and the number of Tranche B Shares issued, the Tranche B Shares were effectively issued at an issue price of \$0.015 per Share;
- (f) the Company and Jagger Holdings Pty Ltd entered into an agreement to settle \$575,000 of Convertible Notes through the issue of the Tranche B Shares, subject to Shareholder approval. Upon the issue of Tranche B Shares, Jagger Holdings Pty Ltd agrees to accept the issue of the Tranche B Shares as settlement of the outstanding debt owed to the Company pursuant to the outstanding Convertible Notes held by Jagger Holdings Pty Ltd. There are no other material terms to the agreement between the Company and the Jagger Holdings Pty Ltd; and
- (g) a voting exclusion statement is included in the Notice for Resolution 2 .

## 2.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2.

# 3 Resolution 3 – Issue of Lead Manager Options

## 3.1 General

On 11 March 2024, the Company announced a capital raising comprising a partially underwritten non-renounceable one (1) for four (4) entitlement offer to Shareholders to raise approximately \$4 million via the issue of 271,883,898 Shares at an issue price of \$0.015 per Share (**Entitlement Offer**).

Cygnnet Capital Pty Ltd (**Cygnnet**) acted as lead manager and partial underwriter to the Entitlement Offer. Subject to Shareholder approval of Resolution 3, Company has agreed to issue 50,000,000 unlisted Options (**Lead Manager Options**) to Cygnnet (and/or its nominee(s)) as management fee upon successful completion of the Entitlement Offer.

The Lead Manager Options are unquoted Options with an exercise price of \$0.03 per Option expiring 31 May 2027.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 3.

### 3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is described in Section 1.2.

If Resolution 3 is passed, the Company will issue the Lead Manager Options to Cygnet.

If Resolution 3 is not passed, the Company will not issue the Lead Manager Options to Cygnet and will consider alternative means to compensate Cygnet for services provided by them in respect of the Entitlement Offer.

### 3.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Lead Manager Options will be issued to Cygnet (and/or its nominee(s)) upon successful completion of the Entitlement Offer;
- (b) the 50,000,000 Options will be issued pursuant to Listing Rule 7.1, approval of which is sought pursuant to Resolution 3;
- (c) the Lead Manager Options have an exercise price of \$0.03 per Option and will expire on 31 May 2027. The terms and conditions of the Lead Manager Options are detailed in Schedule 1. The Shares to be issued on exercise of the Lead Manager Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Lead Manager Options are expected to be issued by no later than three (3) months after the date of the Meeting;
- (e) the Lead Manager Options will be issued for nil cash consideration and no funds will be raised. The Lead Manager Options will be issued as management fee for Cygnet providing lead manager services to the Company pursuant to the Entitlement Offer;
- (f) the Company entered into a mandate with Cygnet pursuant to which Cygnet agreed to act as lead manager to Entitlement Offer. Pursuant to the mandate, and subject to Shareholder approval, the Company agreed to issue 50,000,000 Options to Cygnet as management fee upon successful completion of the Entitlement Offer. The Company also agreed to pay a 6% capital raising fee, being a total fee of approximately \$245,235.48 (plus GST); and
- (g) a voting exclusion statement is included in the Notice for Resolution 3.

### 3.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

## 4 Resolutions 4 to 6 (inclusive) – Issue of Director Options to Messrs Ian Penrose and Julian Babarczy and Ms Freya Smith

### 4.1 General

Resolutions 4 to 6 (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11, Chapter 2E of the Corporations Act (including section 208 of the Corporations Act) and for all other purposes, for the issue of an aggregate 55,000,000 Options to the Directors (and/or their respective nominee(s)) (**Director Options**) as follows:

Name & Position	Number of Director Options
Ian Penrose (Non-Executive Director)	25,000,000
Julian Babarczy (Non-Executive Chairman and Non-Executive Director)	25,000,000

Freya Smith (Non-Executive Director)	5,000,000
<b>Total</b>	<b>55,000,000</b>

The Director Options will be granted as part of the remuneration of the Directors of the Company. The Board considers that the grant of Director Options is a cost effective and efficient reward for the Company to appropriately incentivise the continued performance of the Directors, and is consistent with the strategic goals and targets of the Company.

If Resolutions 4 to 6 (inclusive) are not passed, the Company may need to consider alternative means to remunerate and incentivise the Directors.

The experience and appointment date of each Director is included in the Company's Annual Report.

The Terms and Conditions of the Director Options are summarised in Schedule 2.

Resolutions 4 to 6 (inclusive) are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 4 to 6 (inclusive)

## 4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement to issue, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement to issue, a substantial (10%+ holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or exception to do so;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of Director Options to Messrs Ian Penrose and Julian Babarczy and Ms Freya Smith (and/or their respective nominee(s)) falls within the Listing Rule 10.11.1 as Messrs Penrose and Babarczy and Ms Smith are related parties of the Company, and do not fall within any of the exceptions in Listing Rule 10.12. Therefore, the issue of the Director Options requires Shareholder approval under Listing Rule 10.11.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Pursuant to Listing Rule 7.1, exception 14, the effect of passing Resolutions 4 to 6 (inclusive) will be to allow the Company to issue 25,000,000 Director Options to Mr Ian Penrose (and/or his nominee(s)) pursuant to Resolution 4, 25,000,000 Director Options to Mr Julian Babarczy (and/or his nominee(s)) pursuant to Resolution 5 and 5,000,000 Director Options to Ms Freya Smith (and/or her nominee(s)) pursuant to Resolution 6 without using the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not issue the 25,000,000 Director Options to Mr Ian Penrose (and/or his nominee(s)).

If Resolution 5 is not passed, the Company will not issue the 25,000,000 Director Options to Mr Julian Babarczy (and/or his nominee(s)).

If Resolution 6 is not passed, the Company will not issue the 5,000,000 Director Options to Ms Freya Smith (and/or her nominee(s)).

#### 4.3 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders:

- (a) 25,000,000 Director Options will be issued to Mr Ian Penrose (and/or his nominee(s)) pursuant to Resolution 4, 25,000,000 Director Options will be issued to Mr Julian Babarczy (and/or his nominee(s)) pursuant to Resolution 5 and 5,000,000 Director Options will be issued to Ms Freya Smith (and/or her nominee(s)) pursuant to Resolution 6;
- (b) Messrs Penrose and Babarczy and Ms Smith are related parties of the Company as they are Directors under Listing Rule 10.11.1;
- (c) the maximum number of Director Options the Company will issue to each Director is as follows:

Name	Number of Director Options
Ian Penrose	25,000,000
Julian Babarczy	25,000,000
Freya Smith	5,000,000
<b>Total</b>	<b>55,000,000</b>

- (d) the Director Options have an exercise price of \$0.03 per Options and will expire on 31 May 2027. The material terms of the Director Options are detailed in Schedule 2;
- (e) the Company will issue the Director Options to Messrs Penrose and Babarczy and Ms Smith (and/or their respective nominee(s)) no later than one month after the date of the Meeting;
- (f) the Director Options will be granted for nil consideration;
- (g) the Director Options are a cost effective and efficient reward for the Company to appropriately incentivise the continued performance of the Directors;
- (h) the Director Options to be granted to each Director have a total value of the following:

Name	Total value of Director Options as at 17 April 2024
Ian Penrose	\$184,857
Julian Babarczy	\$184,857
Freya Smith	\$36,971

- (i) the current remuneration package of each Director is as follows:

- Mr Penrose: \$63,000 including superannuation of \$0;
- Mr Babarczy: \$200,000 including superannuation of \$0;
- Ms Smith: \$63,000 including superannuation of \$6,243;

The estimated remuneration (unaudited) for FY24, including share based payments for historic allotments of securities to directors but excluding share based payments for the options subject of Resolutions 4 to 6, is:

<b>FY2024</b>	<b>Cash Salary and fees</b>	<b>Superannuation</b>	<b>Equity Settled</b>	<b>Total</b>
Ian Penrose	\$63,000	\$0	\$66,563	\$129,563
Julian Babarczy	\$200,000	\$0	\$88,688	\$288,688
Freya Smith	\$56,757	\$6,243	\$26,625	\$89,625
	<b>\$319,757</b>	<b>\$6,243</b>	<b>\$181,876</b>	<b>\$507,876</b>

(j) voting exclusion statements are included in the Notice for Resolutions 4 to 6 (inclusive).

#### **4.4 Section 208 of the Corporations Act**

In accordance with section 208 of the Corporations Act, in order to give a financial benefit to a related party, the Company must obtain Shareholder approval, unless the giving of the financial benefit falls within an exception under sections 210 to 216 of the Corporations Act.

Messrs Penrose and Babarczy and Ms Smith are related parties of the Company for the purposes of section 208 of the Corporations Act. The issue of Options to Messrs Penrose and Babarczy and Ms Smith (and/or their respective nominee(s)) constitutes the giving of financial benefit for the purposes of section 208 of the Corporations Act.

The Board has determined to seek Shareholder approval pursuant to section 208 of the Corporations Act for the issue of Director Options to Messrs Penrose and Babarczy and Ms Smith (and/or their respective nominee(s)).

#### **4.5 Specific information required by section 219 of the Corporations Act**

Section 219 of the Corporations Act provides that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the grant of Director Options to Messrs Penrose and Babarczy and Ms Smith:

- (a) the financial benefits relating to the issue of Director Options are being provided to:
  - (i) Mr Ian Penrose (and/or his nominee(s)), Non-Executive Director, under Resolution 4;
  - (ii) Mr Julian Babarczy (and/or his nominee(s)), Non-Executive Chairman and Non-Executive Director, under Resolution 5; and
  - (iii) Ms Freya Smith (and/or her nominee(s)), Non-Executive Director, under Resolution 6.
- (b) the maximum number of Director Options to be granted to:
  - (i) Mr Ian Penrose (and/or his nominee(s)) is 25,000,000 Director Options;
  - (ii) Mr Julian Babarczy (and/or his nominee(s)) is 25,000,000 Director Options; and
  - (iii) Ms Freya Smith (and/or her nominee(s)) is 5,000,000 Director Options.
- (c) the Director Options are being issued to Messrs Penrose and Babarczy and Ms Smith as part of their Director compensation arrangements. The Director Options are cost effective and efficient reward for the Company to appropriately incentivise the continued performance of the Directors. The Director Options will be granted to Messrs Penrose and Babarczy on the terms and conditions in Schedule 2;
- (d) the Director Options have an estimated total value as at 17 April 2024 of \$406,685 (based on the underlying Share price of \$0.016, being the closing price of a Share on ASX on 16 April 2024). The assumption and methodology for the valuation of the Director Options is set out in Schedule 3. The value of Director Options attributed to each Director is as follows:

<b>Name</b>	<b>Total value of Director Options as at 17 April 2024</b>
Ian Penrose	\$184,857
Julian Babarczy	\$184,857
Freya Smith	\$36,971

(e) the current remuneration package of each Director is as follows:

- Mr Penrose: \$63,000 including superannuation of \$0;
- Mr Babarczy: \$200,000 including superannuation of \$0;
- Ms Smith: \$63,000 including superannuation of \$6,243;

The estimated remuneration (unaudited) for FY24, including share based payments for historic allotments of securities to directors but excluding share based payments for the options subject of Resolutions 4 to 6, is:

<b>FY2024</b>	<b>Cash Salary and fees</b>	<b>Superannuation</b>	<b>Equity Settled</b>	<b>Total</b>
Ian Penrose	\$63,000	\$0	\$66,563	\$129,563
Julian Babarczy	\$200,000	\$0	\$88,688	\$288,688
Freya Smith	\$56,757	\$6,243	\$26,625	\$89,625
	<b>\$319,757</b>	<b>\$6,243</b>	<b>\$181,876</b>	<b>\$507,876</b>

(f) the security holdings of Messrs Penrose and Babarczy and Ms Smith are as follows:

<b>Director</b>	<b>Shares</b>	<b>Options</b>	<b>Performance Shares</b>	<b>Performance Rights</b>
Ian Penrose	11,315,042	15,140,308	0	11,000,000
Julian Babarczy	28,209,758	10,363,997	0	4,000,000
Freya Smith	0	6,000,000	0	0

- (g) if all of the Director Options are converted into Shares, subject to Resolutions 4 to 6 (inclusive), a total of 55,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,322,272,262 (being the number of Shares on issue as at the date of this Notice) to 1,377,272,262 (assuming no further issues of Shares and no convertible securities vest or are exercised) with effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.993%;
- (h) the historical quoted price information for Shares for the last twelve months from the date of the Notice is as follows:

Shares	Price	Date
Highest	\$0.068	14 August 2023
Lowest	\$0.014	8 & 9 April 2024
Last	\$0.016	16 April 2024

- (i) Mr Ian Penrose has an interest in Resolution 4 and therefore believes it inappropriate to make a recommendation;
- (j) Mr Julian Babarczy has an interest in Resolution 5 and therefore believes it inappropriate to make a recommendation;
- (k) Ms Freya Smith has an interest in Resolution 6 and therefore believes it inappropriate to make a recommendation;
- (l) voting exclusion statements are included in the Notice for Resolutions 4 to 6 (inclusive); and
- (m) other than the information above, the Company believes that there is no other information that would be reasonably required by Shareholders to pass 4 to 6 (inclusive).

#### 4.6 Board Recommendation

The Board (excluding Mr Ian Penrose) recommends that Shareholders vote in favour of Resolution 4.

The Board (excluding Mr Julian Babarczy) recommends that Shareholders vote in favour of Resolution 5.

The Board (excluding Ms Freya Smith) recommends that Shareholders vote in favour of Resolution 6.

## 5 Resolution 7 – Section 195 Approval

In accordance with Section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds "material personal interest" are being considered.

The Directors may have a material interest in the outcome of Resolutions 4 to 6 (inclusive).

In the absence of Resolution 7, the Directors may not be able to form a quorum at directors' meetings necessary to carry out the terms of Resolutions 4 to 6 (inclusive).

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

Resolution 7 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 7.

## Enquiries

Shareholders are asked to contact the Company Secretary at [david.franks@automicgroup.com.au](mailto:david.franks@automicgroup.com.au) if they have any queries in respect of the matters set out in these documents.



# Schedules

## Schedule 1 – Terms and Conditions of Lead Manager Options

### **Entitlement**

Each Lead Manager Option entitles the holder (**Holder**) to subscribe for one Share upon exercise.

### **Exercise Price and Expiry Date**

The exercise price of each Lead Manager Option is \$0.03 (**Exercise Price**).

Each Lead Manager Option will expire on 31 May 2027 (**Expiry Date**).

### **Exercise Period**

Each option is exercisable at any time prior to the Expiry Date (**Exercise Period**). Any Lead Manager Options unexercised within the Exercise Period will automatically lapse.

### **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) payment of the applicable Exercise Price for each Lead Manager Option being exercised.

### **Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the Shares on issue and will be free of all encumbrances, liens and third party interests.

### **Quotation of Shares**

If admitted to the official list of ASX, the Company will apply to ASX for quotation of the Shares issued upon the exercise of the Lead Manager Options.

### **Timing of Issue of Shares and Quotation of Shares on Exercise**

- (a) Within 5 Business Days after the later of the following:
  - (i) receipt of a Lead Manager Option Exercise Form given in accordance with these terms and conditions and payment of the applicable Exercise Price for each Lead Manager Option being exercised; and
  - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the *Corporations Act 2001* (Cth) (**Corporations Act**)) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Lead Manager Option Exercise Form as set out above, the Company will:
  - (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Lead Manager Option Exercise Form and for which cleared funds have been received by the Company;
  - (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Lead Manager Options.
- (b) If, for any reason, a notice delivered under paragraph 8.1.4 is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being



ineffective, lodge with the Australian Securities and Investments Commission (**ASIC**) a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (c) The issue of Shares on exercise of Options will be subject to the Company obtaining all required Shareholder and regulatory approvals. If the issue of Shares on exercise of Lead Manager Options would result in the Holder being in contravention of section 606(1) of the Corporations Act, then the exercise of each Lead Manager Option which contravenes section 606(1) of Corporations will be deferred until such time or times that the exercise would not result in contravention of that section. The Holder must give notification to the Company (in writing) if they consider that the exercise of Lead Manager Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of Lead Manager Options will not result in the Holder being in contravention of section 606(1) of the Corporations Act.

### **Participation in New Issues**

A Holder who holds Lead Manager Options is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of the shareholders;
- (b) receive any dividends declared by the Company; or
- (c) participate in any new issues of securities offered to shareholders during the term of the Lead Manager Options,

unless and until the Lead Manager Options are exercised and the Holder holds Shares.

### **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a Lead Manager Option will be increased by the number of Shares which the Holder would have received if the Holder of a Lead Manager Option had exercised the option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

### **Adjustment for Rights Issue**

There will be no adjustment to the Exercise Price.

### **Adjustment for Reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder will be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

### **Quotation of Options**

The Company will not seek official quotation of any Lead Manager Options.

### **Options Transferability**

The Lead Manager Options are non-transferrable.

### **Lodgement Requirements**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable' for the application for Shares on the exercise of the Lead Manager Options.

## Schedule 2 – Terms and Conditions of Director Options

### **Entitlement**

Each Director Option entitles the holder (**Holder**) to subscribe for one Share upon exercise.

### **Exercise Price and Expiry Date**

The exercise price of each Director Option is \$0.03 (**Exercise Price**).

Each Director Option will expire on 31 May 2027 (**Expiry Date**).

### **Exercise Period**

Each Director Option is exercisable at any time prior to the Expiry Date (**Exercise Period**). Any Director Options unexercised within the Exercise Period will automatically lapse.

### **Notice of Exercise**

The Director Options may be exercised by notice in writing to the Company (**Notice of Exercise**) payment of the applicable Exercise Price for each Director Option being exercised.

### **Shares Issued on Exercise**

Shares issued on exercise of the Director Options rank equally with the Shares on issue and will be free of all encumbrances, liens and third party interests.

### **Quotation of Shares**

If admitted to the official list of ASX, the Company will apply to ASX for quotation of the Shares issued upon the exercise of the Director Options.

### **Timing of Issue of Shares and Quotation of Shares on Exercise**

- (a) Within 5 Business Days after the later of the following:
  - (i) receipt of a Director Option Exercise Form given in accordance with these terms and conditions and payment of the applicable Exercise Price for each Director Option being exercised; and
  - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the *Corporations Act 2001* (Cth) (**Corporations Act**)) (if any) ceases to be excluded information. If there is no such information the relevant date will be the date of receipt of a Director Option Exercise Form as set out above, the Company will:
  - (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Director Option Exercise Form and for which cleared funds have been received by the Company;
  - (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (b) If, for any reason, a notice delivered under paragraph 8.1.4 is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with the Australian Securities and Investments Commission (**ASIC**) a prospectus prepared in accordance with the Corporations Act and do all such things

necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

### **Participation in New Issues**

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the Holder the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.

### **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a Director Option will be increased by the number of Shares which the Holder would have received if the Holder of a Director Option had exercised the option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

### **Adjustment for Rights Issue**

There will be no adjustment to the Exercise Price.

### **Adjustment for Reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder will be varied to comply with the Listing Rules that apply to the reconstruction at the time of the reconstruction.

### **Quotation of Director Options**

The Company will not seek official quotation of any Director Options.

### **Options Transferability**

The Director Options are non-transferrable.

### **Lodgement Requirements**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable' for the application for Shares on the exercise of the Director Options.

## Schedule 3 – Valuation of Director Options

The Director Options to be issued to Messrs Ian Penrose and Julian Babarczy and Ms Freya Smith have been valued according to the Black & Scholes option valuation model on the following assumptions:

Related Party	Ian Penrose	Julian Babarczy	Freya Smith
Director Options	25,000,000	25,000,000	5,000,000
Exercise price	\$0.030	\$0.030	\$0.030
Market value on ASX of underlying Shares at time of setting exercise price	\$0.016	\$0.016	\$0.016
Expiry date	31 May 2027	31 May 2027	31 May 2027
Expected volatility	90%	90%	90%
Risk free interest rate	3.778%	3.778%	3.778%
Annualised dividend yield	Nil	Nil	Nil
Value of each Director Option	\$0.0074	\$0.0074	\$0.0074
Aggregate value of Director Options	\$184,857	\$184,857	\$36,971

# Glossary

**\$** means Australian Dollars.

**15% Placement Capacity** has the meaning given to that term in Section 1.2 of the Explanatory Memorandum.

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2023.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 and where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors of the Company.

**Business Day** means any day except a Saturday, Sunday or public holiday in Sydney, New South Wales.

**Chairperson** means the person appointed to chair the Meeting convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means IXUP Limited ACN 612 182 368.

**Constitution** or **Amended Constitution** means the Company's Constitution.

**Convertible Notes** means the notes issued by the Company, with a term of 24 months, interest rate of 15% per annum and a conversion price of \$0.06.

**Convertible Noteholders** means holders of Convertible Notes.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Cygnnet** means Cygnnet Capital Pty Ltd ACN 103 488 606.

**Director** means a director of the Company.

**Director Options** has the meaning given to that term in Section 4.1 of the Explanatory Memorandum.

**Equity Security** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice.

**Lead Manager Options** has the meaning given to that term in Section 3.1 of the Explanatory Memorandum.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given to that term in the introductory paragraph of this Notice.

**Notice** means the notice of the Meeting and includes the agenda, Explanatory Memorandum and

the Proxy Form.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form enclosed with the Notice.

**Resolution** means a resolution proposed pursuant to the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**Share Registry** means Automic Pty Ltd ACN 152 260 814.

**Tranche A Shares** has the meaning given to that term in Section 1.1 of the Explanatory Memorandum.

**Tranche B Shares** has the meaning given to that term in Section 1.1 of the Explanatory Memorandum.

**Virtual Meeting** means a meeting held using virtual technology only and is taken to be held at the registered office of the Company.



IXUP Limited | ABN 85 612 182 368

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **04.00pm (AEST) on Monday, 03 June 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au/>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

